



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604
312/427-4900

4-102A024
No. APR 11 1984
Date
Fee \$ 10.00
ICC Washington, D. C.

April 9, 1984

RECORDATION NO. 6786 Filed 1425

APR 11 1984 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

Mr. Jim Baine
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series F, Supplement No. 2,
dated March 15, 1984

Dear Acting Secretary:

Enclosed herewith please find an original and one (1) counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 2 dated as of March 15, 1984, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of November 1, 1972.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 6786.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series F, is described on Exhibit 1.

RECEIVED
APR 11 1984
OPERATION BR.
I.C.C.

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES F

RECORDATION NO. 686-B
APR 11 1984 - 1 25 PM
FILED 1429
STATE COMMERCE COMMISSION

SUPPLEMENT NO. 2, dated as of March 15, 1984, to the Equipment Trust Agreement, dated as of November 1, 1972, as amended (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series F, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee; and

WHEREAS, Sections 3.1 and 4.2 of the Agreement provide for acquisitions of such additional equipment upon the terms therein set forth;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 4.2 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of the Company's rights, titles and interests in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
5	Enclosed Tri-level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder, Nos. 1883 to 1887, both inclusive	\$35,072	\$175,360

2. In accordance with Sections 3.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Sections 4.6 and 6.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

T. M. McGovern
Assistant Secretary

By *A. G. Ruess*
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee

C. H. Helle
Assistant Secretary

By *W. S. Mason*
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 5th day of April 1984 before me personally appeared D. G. Ruegg to me personally known, who, being by me duly sworn, says that he is Executive Vice President of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

K. A. Dozyn
Notary Public

(Notarial Seal)

My Commission Expires

My Commission Expires May 19, 1987

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 6th day of April 1984 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. Barth
Notary Public

(Notarial Seal)

My Commission Expires

DECEMBER 2, 1985

EQUIPMENT TRUST, SERIES F

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
1000	100-ton 4,750 cu. ft. capacity trough hatch covered hopper cars with roller bearing trucks, Pullman Incorporated (Pull- man-Standard division) build- er; numbered 312800-313799, both inclusive	\$17,225	\$17,225,000
6	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350294 to 350299, both inclusive.....	37,650	225,900
5	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1883 to 1887, both inclusive.....	35,072	175,360
	Total.....		<u>\$17,626,260</u>